> ORDER AUTHORIZING ADVANCES OF DEFENSE FEES AND COSTS UNDER DEBTORS' DIRECTORS AND OFFICERS LIABILITY INSURANCE POLICY AND GRANTING RELIEF FROM AUTOMATIC STAY TO THE EXTENT APPLICABLE

Upon consideration of the motion of Lanny Dacus, Greg Osborn, Stathis Kouninis, Doreen Remmen, Joseph P. Carfora, Timothy M. Lane, Frederick G. Ledlow, William P. Miller and Peter O'Gorman (collectively, "Defendants"), Defendants in the related adversary proceeding No. 10-01998 (AJG), for Relief from Automatic Stay (the "Motion"), and after notice having been given of the Motion, with the Trustee having no objection to the entry of this Order, and for cause shown, it is hereby

ORDERED as follows:

ORDERED, that the Motion is granted; and it is further

ORDERED, that XL Specialty<sup>1</sup> is permitted to advance Defense Expenses to

Defendants and to make any other payments due under the Policy (subject to the terms and conditions of the Policy and XL Specialty's reservation of rights) in connection with the Adversary Proceeding, including any appeal therefrom, and, to the extent applicable and necessary, the automatic stay imposed by section 362 of the Bankruptcy Code is modified to permit such advancement, and it is further

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<sup>&</sup>lt;sup>1</sup> Capitalized terms not defined herein shall have the same meaning as in the Motion.

ORDERED, that nothing in this Order shall modify or alter the contractual

rights and obligations provided for under the terms and provisions of the Policy; and it

is further

ORDERED, that nothing in this Order shall constitute a determination that the

proceeds of the Policies are property of the Debtor's estate, and the rights of all parties in

interest to assert that the proceeds of the Policies are, or are not, property of the

Debtor's estate are hereby reserved; and it is further

ORDERED, that this Court shall retain jurisdiction to adjudicate any disputes

arising under of with respect to any other matters related to the implementation of this

Order: and it is further

ORDERED, that the ten (10) day stay provided by Bankruptcy Rule 4001(a)(3) is

waived and this Order takes effect immediately upon its entry; and

ORDERED, that this Court hereby retains jurisdiction to hear and determine all

matters, claims, and disputes arising from or relating to the Motion or this Order.

Dated: New York, New York

March 10, 2010

s/Arthur J. Gonzalez

Honorable Arthur J. Gonzalez

Chief United States Bankruptcy Judge

NO OBJECTION:

**OLSHAN GRUNDMAN FROME** ROSENZWEIG & WOLOSKY, LLP

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